

Grey Matter by MeltingCrown

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Summary: If there was a fork in the road with a path less travelled on, then Billy Hargrove had been thrown into the thicket in the forest. (Alternate ending to ST3). One shots.

1. Nightlight

A/N: I don't know how much of a plot this will have. It'll be more of a compilation of one-shots on what formed Billy into what he is today, the evolving relationship between him and Max and his adjustment to life post Mind Flayer.

I'll try and keep it from being only angst-filled and show happy memories here and there too.

(Let's all pretend the first Where's Waldo book came out before 1987).

Billy, 9 years old

He was surrounded by white walls and purple duvet covers with ponies on them. In the corner, fending off the darkness, was a nightlight shaped like a pink flower. Max was sound asleep on her bed, and splayed out like an octopus trying to spread out and take over everything. She was mostly succeeding as Billy slept precariously close to the edge of her bed.

Half her dolls were sharing the space between them as well. Max mumbled in her sleep like she always did. And since he was always a light sleeper, every mumble kept him on the edge of finding peace in deep slumber. Then his eyes snapped open as she kicked him in her sleep as she turned over.

His frustration grew until he sat up with a grumble, accepting Max was going to hog the whole damn bed and try and shove him off in the process. Outside he could see the outline of the clouds again as dawn was close to breaking over the horizon. In just another hour his room would be basked in the early morning light.

Slipping off her bed he threw a scowl her way that she wholly ignored, deep in slumber. Bet she was dreaming of shoving him off the bed there too. Brat. He readjusted the tank-top that was rising up over his lean frame, pulling it back down over his tartan boxers.

Palm on the door and the other on the handle he cautiously opened the door enough that he could slip out of her room. For a moment he paused as the door threatened to creak. Slower this time, he pulled it a few more inches. When there was enough room he took a deep breathe, pulling in his stomach and slipping out through the crack. Billy closed the door until there was nothing but a sliver of space like he had never been in Max's room at all.

Bare feet padded into the hallway across the brown shaggy carpet. It was usually filled with crumbs from cookies Max had been eating earlier that day until Susan hoovered it all up before Neil got home and complained.

When he saw the kitchen light streaming down the hallway, his chest tightened. It could be nothing. Maybe Susan had just forgotten to turn off the light. It certainly wouldn't be Dad, who complained all the time about how he was the one who had to pay the God damn electricity bill.

He stood at the edge of the kitchen and viewed the chasm between the hallway, the kitchen, and his room right beyond it. Then he edged closer to the entrance of the kitchen.

Neil was hunched over the kitchen table, blue shirt straining across his back. Beneath the light, Billy could see the light sheen of sweat glistening on the back of his dad's neck reddened by the summer sun. He hadn't noticed Billy yet.

Last year he had gotten his first Where's Waldo book. The book had been boring in how easy it had been to find the little red-and-white striped man each time. But he was already good at finding important details in landscapes.

Billy's eyes flickered through the room, finding the silver cans that he used to measure how Dad was feeling that night.

One crumbled beer by the side of the trash can. Neil had meant to throw it in the trash and missed his target. Another two had fallen over and rolled onto their sides, stopped only by the turquoise tiles of the wall of the kitchen counter. Three sat on the table next to the crystal ashtray.

The air was thick with the stink of stale cigarette smoke. It's hazy strands lingered beneath the only light on in the kitchen, hanging above the small round dining table. The room was cast in a blueish hue from the TV; it was a re-run of an old baseball game. The volume was turned so low the static from the old TV was louder than the voice of the commentators.

Finishing a six pack meant he was pissed. Starting on his seventh? Billy swallowed. Every fibre of his being was screaming at him to walk a little lighter, a little quieter to get to his room. He crept along the wall feeling the brittle plaster scrape his shoulder as he walked with his head down.

The cigarette hissed as Neil Hargrove ground it into the ash tray.

"What're you doing?" Dads voice was nothing but a low murmur, asked in nothing but a neutral manner. But Billy knew well enough the electric underground that laced his words. He was already in the eye of the storm, and anywhere he stepped now would take him right into the inevitable vitriolic downpour of his dads rage.

Billy froze and glanced up over to his dad. "Just going back to bed."

"Sit with me." Dad said. It wasn't a request.

His feet were rebelling against him, every step taking him towards the last place he wanted to be on earth. He winced as he broke the silence with the squeaking of the chair as he pulled it out. When he sat down, his hands rested on either side of the chair, fingers curling beneath the wooden so tightly his knuckles whitened to keep himself from bolting.

Dad seemed to be ruminating about the situation as he looked down at the table. But it was just an act, he already knew what his decision was before Billy had sat down. And his dad was never wrong, according to himself. His eyes flashed up without warning, pinning Billy to his seat. There was definitely no bolting now. "Where'd you come from?"

"I was just peeing." He whispered.

Dads lips turned down in disappointment and he gave a sharp shake of his head. "Thought I told you not to lie."

His stomach was already beginning to roll with nausea. "I was in Max's room."

"Max's room?" He repeated, twisting it into a question.

This was a game he knew well now. The cat-and-mouse game where he gave an answer and his dad twisted it into a question to further dig him into a deep hole. Then dad would throw the soil back on him and bury him six feet under.

"She has a night light."

And he liked sleeping in her room. He didn't have to use words he didn't know how to form. Instead he could crawl in, and they'd whisper and giggle about stupid things beneath the pink-hue of the glowing flower in the corner until they drifted off.

A sharp smile twisted Neil's features. Billy's answer was the tinder needed to spark the fiery rage inside his dad. He always made him go red with fury. Whatever he did, it angered Dad. Like the waves crashing onto the beach and the seagulls swooping down to steal fries from tourists, it was inevitable Dad was disappointed in him. It didn't matter what he did. He was never good enough. But he tried. Even trying wasn't good enough. Probably because he didn't try hard enough.

"A night light, huh?" The embers of his new cigarette flared crimson as Neil took a deep drag.

They were going towards a familiar destination Neil had already set his sights on. But there was a chance Billy could lessen the speed at which they got there, if he just kept quiet. So he gave a quick nod, pressing his lips tightly together.

"What are you showing to Maxine, huh? That her big brother can't protect her when he's not even man enough to face a little darkness by himself?" His hand slammed on the table whip-fast and Billy jumped in seat; an empty beer rolled onto its side in a lazy manner,

until it crept to the edge of the table, stood still for a mere moment, and then hit the linoleum with a small thud.

"There's a lot of messed up people in this world, and she's going to grow up to be a beautiful young woman. They'll try and snag her in dark alleys or chat her up in bars before taking her into the backseats of their cars and then they won't stop, Billy. And where'll you be, pissing your pants in fear somewhere while they take your little sister?"

He hadn't even thought of that before. But now he saw men with indiscernible features beating her up while she cried out for him to help her. "No." The word came out more forcefully and more assured than any other he had spoken tonight.

"Fucking disgraceful." Neil hissed. "It's your Mother. Made you weak. Crawling into your little sisters room to protect you from some darkness. Jesus . . . you think that's okay?"

His eyes were staring at a small chip in the table. Shame rose up like a tsunami and threatened to drown him. His voice cracked. "No?"

Neil mimicked him with a sneer, complete with a mocking voice-crack too. "No?"

He forced the words out through a mumble, "No I don't think it's okay."

"Look at me when I'm talking, boy."

Neil didn't like Susan's meatloaf, and he didn't like all the tourist stands on the boardwalk, and he didn't like the Giants, and he didn't like the beach. But he hated Billy.

It was a look that burnt in his bright blue eyes the same colour as his own, and it burned into the core of his being. It was the look of the tiger that had peered at him through the glass wall of its enclosure at the zoo as it thought about lunging at him, digging its sharp claws into him. There was nothing more he hated then looking into Dads eyes.

He knew when Dad was drunk before he even opened his mouth. It

wasn't only because his eyes became red like he had been bathing in the sea the whole day. It was the glass-like barrier that had been raised between his dad and the world. He knew it in the way Dad seemed to have to focus extra hard on him like he needed spectacles, except his vision was perfect.

"I won't do it again." Billy's voice held promise to it as he forced the words out, taking extra focus to make sure every word was said evenly without a stutter or his voice-cracking. It'd be his fault for 'provoking' Dad. That was a word his dad liked to use a lot. Provoke.

You provoked me into doing it. Why did you have to provoke me?

I was trying to fix the God damn TV but you just had to provoke and provoke and provoke, didn't you. Do I look like I have the fucking time to fix your bike right now?

You left piss stains on the toilet seat and now Susan has to clean it up and we're late for the restaurant, who're you trying to provoke, huh?

If you didn't provoke me I wouldn't have to do this.

If he had to tell someone his dad's favourite word, it'd be that one.

"Boys are supposed to be tough. I'm not raising you to be some faggot sleeping in a girl's room because he likes flower-lights." Then he grabbed his beer and waved dismissively with his free hand; the gold wedding band glinted beneath the light. "Get out of my sight." He muttered.

After a moment Billy got his rigid muscles working again and slid off the chair. He stood behind the chair and made a face of determination as he pulled the heavy thing up and put it back in its rightful place. If it screeched across the floor Dad would yell at him for possibly waking up Susan or Max. If he didn't push it back in before going to bed, Dad would tell him he's being a disrespectful shit.

Then he could feel the shame and fear being yelled into him as Dad told him how much effort Susan puts in keeping the house orderly. If he pushed it in properly, he might be allowed to escape in peace.

Sometimes he treated it like a game. There were steps involved. If he treaded carefully, he'd only get some grunts of disapproval from Dad. If he took the wrong step, then the landmine went off. Sometimes he thought he'd get the hang of the game. But the bombs always changed position, and where he had carefully stepped last time to avoid his dad's wrath turned out to trigger it on the second round.

He wondered how many landmines his dad had avoided in Vietnam. Every now and then he'd think about what life would be like if he had stepped on a landmine.

Closing the door to his room he leaned against it and released the breathe he had been holding. He couldn't control his trembling muscles as his head hung low.

As he crawled into bed there was a rapt sound and he jumped and whipped his head towards the door. But it remained closed. The room was dark, and he leapt into his bed, careful to avoid the monsters that hid beneath it.

Curled up beneath the covers, he tightly pulled them against him like a turtle retreating into its shell. In case Dad came in he wouldn't see him cry now. If he came in, he could quickly hide the tears. Only babies cried. And Billy. Dad was right. He was a coward and he was pathetic and he was a baby.

The monsters in the shadows crept up and swirled around in the darkness, hanging over his bed ready to eat him if he came up from below the covers.

Smothering his sobs into whimpers he cried with eyes screwed tightly shut until exhaustion finally managed to drag him off into the realm of unconsciousness.

1984

One six-pack. Twelve shots of vodka. Two packs of cigarettes. Billy was still tossing and turning around in bed as the world had gone to sleep long ago. He felt like he was at the centre of the universe and it was spinning around him as breakneck speed.

Sometimes if he couldn't fall asleep he'd slide open his drawer and pull out his favourite magazine, and usually jerk off to the model on page six. The one who was bent over with her legs spread, looking over her shoulder with dark eyes and a coy smile that whispered sin. But he hadn't felt anything in a while. Two weeks ago he had taken one of them out, and flipped through without being able to focus on a single model. Then he shoved it back into his drawer and he hadn't opened it since.

The pillow felt too small, the bed was too narrow. His room was too hot and he sat up, wrestling out of the tank top and tossing it onto the floor before throwing himself back on the bed. He stared at the wall for a long time, arms crossed. Slowly, his eyes began lulling.

When the ever elusive sleep finally came, he woke up in that desolate underworld he had been dragged into. He would look up at a sky splashed crimson red with inky dark hues swirling around the rolling clouds that promised to smother the town in unending darkness. Then the ash of a destroyed world would swirl down and around him in a lazy manner. Except they kept raining down from the sky until he was tripping through a snow storm.

The cries of every single person he had brought to Him would resound in the distance, low cries at first. Weak, disorientated, pleading. Then louder, drawing nearer. Another victim would join in, then another, and another until it was a chorus of despair. They hammered into his skull and he dropped to his knees, clutching the sides of his head.

And as he opened his mouth to scream like he did every single time, he would inhale a lungful of ash and choke. His throat were coated, his mouth opened and closed in desperate instinct to gain just a gulp of air.

Then he'd shoot up in bed gasping like he did every time, his own sweat-soaked sheets tangled around his form in a vice.

He'd desperately fumble around for his pillow in the dark, gritting his teeth to stop the whimpers from getting too loud. Then he'd suffocate his cries into the pillow, throat sore and dry as his vocal cords frayed from the pressure to keep silent as he rocked back and forth.

Sometime he considered throwing away the stupid thing and letting the entirety of Hawkins hear him and wait for his dad to burst in.

A beating for every single victim he had brought to the alter of monster who gave them a fate worse than death, initially. Then a thousand more beatings after that.

He had tried. But his old man was right. He wasn't any more than some little pussy who couldn't fight back. Not even in his own mind was he strong enough to take Him on. In one swift moment he had become a passenger in his own life, banging on the windows as the world passed on by.

The force it took to keep his emotions locked up inside always resulted in his muscles trembling in the darkness with pent up energy. But there was no where to release it. There was no one to tell.

I'm sorry. I'm sorry. I'm sorry, He'd whisper into his pillow over and over again until a damp circle appeared. But it made no difference. They were dead. And it was all his fault.

Like the dark tendrils of Him invading his mind and ensnaring its way into his very soul to control him, his neutral memories were being poisoned by the vestiges of terror too.

Stumbling out of bed he shrugged into the crumbled, unwashed jeans still laying on his floor. His entire room looked like a hurricane had torn through it. Clothes long overdue for a wash were crumbled all around his room. Too many silver crumbled beer cans were strewn across tabletops and his floor. Half his bed was filled with damp towels, lighters and jackets. Ash was littered near his bed when he didn't have the ashtray nearby and couldn't find the willpower to stumble out of bed and walk across the room to retrieve it.

It was a guarantee Neil would burst in soon and go on a tirade, demanding he'd clean up his room. He was still undecided if he had the energy to follow through this cleaning this shithole up. Taking whatever his old man gave him at least meant he didn't have to use any energy, he could just stand - or sit - and take it.

The cool night air was welcoming on his skin as he opened up his window. Swinging himself out of the window he landed gracefully on the lawn. The moon was obscured by the clouds and tonight was particularly quiet. He walked behind their house, to where the woods were just beginning and sat down on top of the hill that overlooked his part of the neighbourhood. Houses stretched around for miles.

The grass was already damp with the forming morning dew but he couldn't bring himself to care. Sitting down he dragged his knees up to his chest and wrapped his arms around his legs. He stared off at nothing in particular, trying not to think about how the calm would have been replaced with quiet emptiness if He had succeeded.

The moon was beginning to lower in the sky. That's when he heard the snap out a tree branch and his head whipped around. Deep crimson hair was illuminated by the pallor of the moon. Max had her hands stuffed deep into her green sweater and her eyes were focused on the ground as she navigated towards him through the darkness, careful not to trip over anything.

Without a word she sat down besides him. Billy looked at her out the corner of his eyes, but she was looking at her nails with feigned interest. Then he went back to staring out over the neighbourhood. After another long minute Max moved a fraction closer to him.

She rested her head against his shoulder. Her curly strands tickled his neck. Instinct dictated he should lash out and tell her to scram, but his lips remained tightly sealed together. So he sat with a rigid back and tense muscles but couldn't find it within himself to shove her away. The hostile fire inside of him had nearly burned to embers of defeat.

They sat like that for a long stretch in silence. He placed his head on his knees, interlocking his fingers tightly together. For a long time he held his breathe, eyes squeezed shut to shove down the hurricane that was destroying him from the inside. He wondered, over and over again why he wasn't dead. He should be. He deserved to be.

Still, she said nothing. His shoulders relaxed, just a fraction.

He didn't know how to form the words or if they'd ever make it past

his lips, but he was grateful for her presence. Though he was far from ever deserving her kindness. He hadn't been deserving for years, but he had always known that. He knew what he had to do to protect her since her was little, and it was a black and white decision. The only way he could protect her meant that she'd hate him eventually.

Yet here she was now. Just being Max. Being her usual stupid kind, helpful, empathetic, compassionate, stubborn self. She was greater than he'd ever be. And he didn't deserve even an iota of it.

He didn't even know how to begin to speak. Or if he should. He should be protecting her. That's what he was *supposed* to do. She didn't need to know the extent of what he had done, of what he knew He wanted to continue doing, or how he felt now.

They sat until the sun peaked up over the horizon. Then Max stood up and after a minute he realised she was patiently waiting for him. He hauled himself up and they trudged through the grass together side by side. He slowed down his long strides to match with her shorter legs. The morning dew left small prints on their jeans.

Outside the house their eyes met, one the colour of the dark depths of the ocean and the other a summer sky blue. He wasn't good with words. He wasn't like his little sister who could just express her emotions so easily, so true to how she felt. So he just gave her a nod, and she sent him a small smile that didn't reach her eyes.

Quickly he turned away when he saw concern gleaming in her eyes, and crawled back through his window. A moment later he heard her jumping up on her own ledge and heave herself over, crashing onto the floor. A small sound of amusement fractured the growing numbness inside of him; he realised the sound had come from his own lips.

Then he closed his own window and crawled back into bed, pulling the covers to hide himself from the world. Or maybe the world should be hiding from him.

2. New Skateboards

Billy, 11 Years

When she was six years old, Max had begged him to learn how to surf like he does. She wanted to go to the beach with him and she wanted him to teach her how to do it. One day she was going to be the best surfer in all of California and she'd win First Prize.

But there were strong currents and large waves and fear shot through him as he saw Max being thrown off the board and being into the big Californian ocean and torn away from him. He'd swim as hard as he could against the current but he'd never catch her.

"You can't do surfing. You're not good enough." He said, matter-of-factly.

The thought was enough for him to realise he never wanted Max to be in the ocean. It was too vast and the waves were too big and the current was too strong for her. It always would be.

He roughly rejected her requests, which made her beg even harder. And then, she'd even start sniffing, which'd lead to tears. He'd try and follow her to the beach, but he put her back in the front yard.

One day as he walked near the boardwalk shops, he fell upon a small dingy little shop nestled away from the bulk of the tourists. Outside the window, hung two skateboards with wicked designs of fires and skulls and blood.

The shop had a distinct smell of pine and sweats and *skateboard*. The wooden floor was had ridges in it from years of skateboards denting the surface.

As his eyes absorbed every single one of them, he felt in awe about how cool the whole thing was. He didn't feel eleven. He felt like an adult about to make a wise decision. Finally, his eyes landed on the one. It was on the lower shelf perfectly within his reach, and was simple and black. It was perfect.

Gathering it up he walked over the counter with a determined look and an aura that spoke about how laid back and cool he was; because that's what skateboarders and adults did.

His palmed reached up to hit the little bell, and the owner looked up from the cartoon he was reading and sighed. "Where's your parents?"

"I came alone." Billy answered. "I'd like to buy this skateboard."

The man snorted and stood up, sauntering over to the glass counter stained with fingerprints. He hung over the counter to stare down at Billy with unimpressed eyes.

He only had two dollars. And the owner with his stupid thick white moustache, the edges coated with remnants of his mustard sandwich, looked down at him. It was almost a leer that tugged on the mans sweaty, sunburnt faced. "It's twenty bucks kid. Come back with your dad."

Swallowing, he shook his head in shame. His dad couldn't know. This was all for nothing. It was stupid. He was stupid. Shoving the crumbled two dollar bills back into the pocket of his jeans he began making his way out of the store. At the last moment on the threshold of the small store he stopped and turned around. The mans back was bent as he searched for something on his lower shelves.

Before he knew what was happening he was walking back inside and pulled the black skateboard off one of the displays. And then he ran out of the store. A few moments later he heard the man yelling behind him. He was running so fast down the hot concrete sidewalk it almost felt like he was going to lift off the ground and fly, light as a bird.

Hurtling around the corner he nearly bumped into someone, clutching the skateboard in his hands.

But he managed to evade the man, and now he had a present. And it still felt good, at being naughty like this - for a good cause. The fat idiot obviously couldn't catch up, he ran like a walrus trying to flee the pier.

Max was in the small front yard with the weed growing between the cracks in the pavement. Dad wasn't home yet. On Saturdays he went to play baseball with his friends. Or maybe they watched baseball on the TV. He wasn't sure. Either way he wasn't home.

He called Max out to the sidewalk, barely holding on to the skateboard hidden behind his back.

"What've you got there?" She asked, eyes trying to dart to see the bulky object.

With a grin, Billy procured the skateboard. "Got something for you."

Like a switch, her eyes lit up and a huge smile grew on her face. The excitement was too much to contain and she squealed, shaking her hands.

A discomfort he couldn't describe or understand yet began toiling at him. And he shifted on his feet. She shouldn't look at him like *that*. All that gratefulness and love like he was the source of it.

"Whatever. It's just some skateboard someone threw in the dump. Probably doesn't even work." He shrugged, then shoved it into her arms.

But she was looking at it like it was the best present in the world. She bounded towards him before realising she couldn't manage her task with the bulky thing in her arms. Setting it down she launched herself at him and laughed into his chest. "It's the best present ever, I love you!"

He stiffened at the contact. His hand twitched as instinct told him to wrap his arms around her like he used to do. He hadn't been hugged for years, but he still remembered what it felt like. For a moment he liked the warmth she brought him. It seeped beneath his maroon sweater and she smelled like that fruity shampoo that was a staple in the bathroom. She sighed with happiness into him.

It felt like home. Like mom. A hug that told him everything was okay in the world. No matter how stupid other kids were, or how disappointed or scared he was. There were hugs that protected him

from the world, that caged him in warmth and love and told him it didn't matter what had happened, because he was safe now. Everything was okay.

Except it wasn't. Mom had left because he wasn't good enough. Because he hadn't tried hard enough. Because he wasn't strong enough. Because he had been too emotional and she always began crying when he was upset; he hadn't comforted her well enough either.

Billy wrestled violently out of her grip. "Well are you gonna use it or not?" He snapped at her.

She barely caught his snippy tone and her eyes went right back to the skateboard, wide as saucers. Then she looked up at him. "I don't know how to ride."

He crossed his arms. "Fine. I'll teach you. But just quickly, so you better get the hang of it fast."

They spent the next hour, with her small hands in his as he used all the strength he had to keep her balanced. She fell off nearly every time. But he was there to steady her. Finally, he let go.

She stood on her own, hands splayed out in front of her, eyes bearing into the sidewalk in concentration.

Then, she slid off with a small sound of triumph and a hop.

And when the sun's rays hit her hair just right it shone like spun gold, like the centre of driftwood bonfire his mom and him used to set at as the sun went down on the Santa Monica beach.

Max looked at him like he was the centre of her universe. Like he was that important to her. He physically recoiled.

Didn't she know who he was? His mom did. His dad did.

Why was she looking at him like that? She shouldn't be. She was little and stupid. She wasn't even his real sister. She couldn't look at him like that.

Max was glancing down at her skateboard again, one foot on the edge. The tip of her tongue stuck out in determination like it always did when she was fiercely focused on a task.

"Okay you can do it on your own now. I'm bored. I'm leaving." He said taking a few steps back.

And she peered up at him, a crease developing between her brows. Then she bent down to pick up her skateboard.

"Stay." He said roughly.

"But why? I want to come with." She clutched the skateboard beneath her small arm.

"Because it's boys stuff and girls aren't allowed." He snapped at her.

Confusion pierced through her blue eyes, a shade lighter than his. She didn't understand his sudden change in demeanour.

Those pretty dark blue eyes like the colour of the ocean before a storm were staring at him, perplexed and waiting for him to elaborate. No. They weren't prettier than his were. Pretty was for girls, and he wasn't a little faggot.

His wrist had hurt for weeks after his dad had grabbed him and rattled him about, face red with rage when he saw Billy playing with one of Max's dolls.

The doll with the silk blonde hair and the long dark lashes with the sparkling brown eyes had been pretty. He had pretended she was a good friend of his, and they went surfing together down by the beach. They'd kick up sand as they ran down the coastline, careful not to let the waves touch their feet in their game. Her name was Kira. Sometimes there'd be the splash of mermaids tales nearly lost in the white waves of the ocean. They'd get their surfboard and stick their head underwater to find the magical creatures that elusively hung around Santa Monica.

He had tried defending himself, explaining that he was just looking at the doll because she was pretty. But boys didn't play with pretty things, only little faggots did. Was he a little faggot?

No. That was the answer. No he wasn't. But he had run away after for a few hours. That was the first time he had heard the word pussy. He didn't know what it meant yet, but the way his dad screamed it after him as he fought through the sand reeds told him it was a bad word. Growing up he would learn being called one was bad, but going after them was good. Because that was the way the world worked.

Later Max had come up to him, full of boundless energy and excitement in her eyes as she already surrounded herself in the imaginary world they'd built together.

But he threw the doll out of her arm. It crashed onto the ground. "I don't want to play with your stupid dolls."

Her lips were parted in shock and she began reaching for Kira. "But we played yesterday. Are you tired? We can play after dinn-"

"Shut up Max." He snarled.

The result was immediate. Max burst into tears. His heart twisted. He didn't know what to do with that emotion, sadness. It was all encompassing and confusing and it just felt bad. Later she'd ignore her dolls and ask for toy cars for presents instead because that's what Billy played with now.

Max still stood there with the skateboard expectantly, strands of hair had fallen out of her ponytail and whipped around her face. Hastily she brushed it away.

Triumph was shining in her eyes at how he had helped her with her first biggest accomplishment from the board he had given her in the first place.

He left. Because if his dad found out about the skateboard he'd just rip it away from Max since it wasn't hers to begin with and he'd return it to the store, because he was like those actors Billy had seen on the cinema screen with his mom; his dad was an actor when he left the house. What would happen after he returned that skateboard? Well, Billy wouldn't walk straight for a week.

And she deserved that skateboard, even if he wasn't there to play

with her.

"Billy wait up!" Her yelling echoed in his head for months as she struggled to catch up with him, holding the giant skateboard awkwardly in her arms.

1984

Max was already nursing her wound as she entered the house, staring down at her arm as she closed the door with her back. It was red, angry, and took up half her arm.

Putting down his beer Billy turned down the volume of the TV and stood up. "What happened?"

"It's nothing, just fell off the skateboard. Going down a hill too fast and a stupid pebble got stuck beneath the wheel." She said, frustration leaking into her voice.

"Doesn't look like nothin', come on I'll fix it."

"Don't worry about it, I'll just get a bandaid from the kitchen." She answered, and winced as the pain flared up again.

"Yeah that'll need a lot more than a bandaid. Sit." He gestured to the couch.

It took him a few moments to find the first aid kit in the mess that was the second drawer of the bathroom. But it was still fully stocked; he always remembered to resupply it. In this household, it was stupid not to ensure everything was restocked.

As he knelt down in front of her where she sat on the couch he began turning her around back and forth to exam it.

Just like that he was been yanked into his own mind against his will. A memory of his abduction overlapping with the real world. He felt the warmth of the boys arm as he had set him down in front of the Flayer. On his arm too, had been a scratch from a time he had recently fallen. The skin was still red and angry at its mistreatment. There was the smell of soda pop on his dirty white shirt from when

he had spilled half the can on himself as Billy had taken him in a moment he wasn't paying; it wouldn't have done him any good, he'd never match Billy in strength.

The kid was unconsciousness, and it was good, that he wouldn't wake before the Flayer descended on him. At least seeing Billy was just disorientating. He wouldn't die in terror.

Billy, Billy, Billy, Billy

Billy, Billy

Billy

Max was calling his name over and over again.

He recoiled. "I'm not infected. I'm just Billy." He hastily clarified.

Max blinked. "I know, we already defeated the Mind Flayer and it's not coming back." She said, matter-of-factly. "You just got lost in your own head." Then she bit her lip, contemplating something. Finally she spoke softly, as if afraid he'd snap at her. "Do you want to talk about it?"

"There's nothing to talk about." He said, quickly going back to focusing on the task at hand with newfound determination.

"You keep calling the Mind Flayer for Him . . ." Max couldn't sideline her curiosity anymore. The Flayer was some Lovecraftian entity from another world, and she didn't see any signs it was anything but a malignant monster. There wasn't anything that made it a girl or a guy; not in her eyes, at least.

He was silent for a long time, staring intently at the bandaging work he was doing. The result was impeccable after years of practicing of nursing his own wounds in his room. "Max . . ." It was nothing more than a defeated whisper, pleading with her not to push it.

Exhaustion had settled into his bones. He just couldn't. Not right now. Maybe not ever.

"Sorry." She said again, lips pursing into guilt and apprehension.

After a while he asks "Were you close to Fat Rambo?"

Max looked visibly confused as her head snapped up to stare at him.
"Who?"

"The police chief guy. Hipper, or something."

"Chief Hopper." She clarified. "But no, I wasn't. El was. He was like her dad. Now she has no one again."

"I'm sorry." He muttered.

Billy clipped the bandage together and for a moment looked at his handiwork before giving a small hum of satisfaction. "You're all good."

Max sent him a small smile as she looked at his perfect bandage. "You know you can always talk to me."

"I know." He said, watching as she stood up. He wanted to tell her something, anything, in the silence. *You're a good kid.*

Instead she walked away, words unsaid never falling from his lips.

Without dallying around she went back into her room, leaving the door open. A minute later he heard her alternative rock drifting into the living room.

The next day he rummaged around his room for crumbled dollars, and slammed the door behind him as he left.

When he came back, Max was gone as usual. Probably out with her friends. Maybe her boyfriend she was always sneaking around with. So Billy laid the new skateboard on her bed. For a brief moment he had debated painting on that symbol from that game she always played at the arcade.

But he sucked at anything creative, and the sloppy result would just be humiliating. Instead he left the board as it was. Then he went into his own room and closed the door, making sure to lock it. Whatever her reaction was, she should just save for herself.

3. Misguided Mentorship

Oneshot. The Road to Hell is Paved with Good Intentions.

Max had been that kid with all the emotions growing up. She was the first one to laugh, and it'd light up the room. Then her chin would jut out as she grew stubborn over something else before reverting back to laughter the second her attention was grabbed elsewhere. She never stayed angry for long. In fact, he can't even recall her holding a grudge against anyone.

That bothered him in a way he couldn't articulate properly when he was younger. All he could think was *no, no, no* you can't be like that. Being like that meant pain. She didn't understand that yet, but he did. So he'd need to toughen her up, before she got hurt by a world that was ruthless.

They'd only moved to Hawkins to avoid Child Protection Services, when Max had run her mouth to Daddy Mayfield on one of her rare visits (Neil didn't want her under his 'minority-loving influence', and if it was only Susan who got a say, Max never would've seen her biological father again) about Billy and Neil's cheerfully functional relationship with each other.

Daddy Mayfield passed it on to Child Protection Services. Billy never wanted to strangle Max as much in the moment as he did when the fat, apathetic agent had her brown bugging eyes scanning their kitchen.

When he was asked about his relationship with his old man he'd lied through his teeth. There were no better actors in the world than children raised to hide from their parents. The agent had bought it, and as she walked down the front steps towards her car, Billy wanted to call her a stupid cow. These agents were all the same. They couldn't see because they didn't want to see. Less paperwork.

Of course his old man had taken it out him before the agent had even closed her door. Max hadn't seen Neil 'disciplining' Billy. So it must have been Billy who'd told her, went crying to her room like a little

pussy, wasn't that it? Couldn't even handle some goddamn responsibility before breaking down like a little bitch. Now Billy'd almost cost them everything, because of his bullshit behaviour that needed to be rectified immediately. Just who in the fuck did he think he was?

And, well, shit did he felt that disciplining into the following fortnight.

He hated Max for a while after that, couldn't even be in the same room as her. Did she even fucking understand what had happened to him? Did she even care? Of course not, she was the favourite child — for now.

Max had been teetering dangerously between reckless innocence and tough stupidity. If she wasn't careful, or if he wasn't around, she might just start drawing his old mans ire.

He was trying to teach her, and he had been for years. But Max, ever the stubborn bitch she was, kept being overly trusting. The consequences of her actions ended up hurting him most of the time. But one day, it'd hurt her too.

Now they'd move to Hawkins to avoid any more investigation by CPS, the situation was too dangerous. Neil had stopped himself from grabbing his gun and going over and shooting Daddy Mayfield in the face solely because it would lead straight back to him.

That was the first time he'd grabbed Susan's arm bruisingly hard, let the hatred burn in his eyes as she clamped her lips shut and tears rolled down her eyes. Told her a whole lot of things in a gentle tone that felt anything but soft and she'd nodded her head. The next day she was already packing as Neil hunted for a home in Hawkins, Indiana.

Ever since he'd been pushing her harder. Max was so close to understanding how to plant her feet firmly on the ground; because when push came to shove, she wasn't going to fall over.

But when she'd jammed a syringe into his throat and threatened to break his balls with a spiked baseball bat, he didn't feel proud like he

thought he would. He'd done what he'd set out to do, which was make Max stronger. Strong enough to handle anything if his old man ever turned his attention to her and he wasn't there to stop it. Strong enough to handle a world full of assholes.

But it was at the expense of losing her. This was the moment their path fractured, and he didn't think they'd ever cross again. The look of steel in her eyes was a mirror of the one he so often wore. All he could see was a reflection of himself and something twisted in his gut. He was a piece of shit. Now he wondered if he'd been wrong teaching Max what he'd learned. Maybe he'd been taught wrong. His pride was weighed down by the sorrowfulness he felt as her quickly blurring form swam at the top of his vision.

When he'd lingered by the Christmas tree as Max was getting ready for some middle school dance, it wasn't to start another fight when her brows had flashed upwards, daring him to try something again. It was to say goodbye.

He didn't understand love, but he did understand heartbreak. Not in the romantic sense obviously, because falling in love meant having the capacity to be vulnerable and everything was buried so deep inside of him that he'd wouldn't even be able to locate the door to let anyone in.

They were never meant to be a family. He wasn't good enough to have anyone. Not smart enough, not tough enough, not valuable enough. But Max would get the world, which meant they weren't on the same planet. Hell they weren't in the same universe. Hers was to be surrounded by light and other sentimental bullshit emotions, and his to be isolated in the vast emptiness. Maybe all this time he'd been designated for the Upside-Down. Another universe that was all his own.

He went into this new world the same way he was born: alone.

A/N:

Ami: I think Billy post-Mind-Flayer is so shattered, the defence inside of him is just breaking. Which'll make it easier for him to accept Max

and even El's love.

Hopefully there's be flashbacks or just stories Max is telling someone about him in season 4 because there relationship is one of the most interesting sibling ones on the show.

MulishaMaiden: Max is just a good kid, even if Billy has been an ass the majority of her life.

Thecricketsarecalling: Billy and Max really are everything. Here's to hoping there's some more scenes between them next season. Hopefully Neil won't turn his attention towards her or she might just realise how bad Billy had it and finally understand him at the expense of her own wellbeing.